

BOARD OF GOVERNORS MEETING, SATURDAY, 2 MARCH 2002, JEFFERSON
ROOM, CRYSTAL GATEWAY MARRIOTT, ARLINGTON, VIRGINIA

The following named members, in alphabetical order, were present for this meeting:

Mister Bruce P. Baughman, FEMA
Director, Office of National Preparedness

Colonel Robert Bess, CAP
Civil Air Patrol Member-at-Large

Brigadier General Richard L. Bowling, CAP
Civil Air Patrol National Commander

Lieutenant General Nicholas B. Kehoe
United States Air Force, Retired

Brigadier General Donald A. Lamontagne, USAF
Commander, Air University, Maxwell Air Force Base, Alabama

Colonel Michael L. Pannone, CAP
Civil Air Patrol Member-at-large

Lieutenant General Charles F. Wald, USAF
Headquarters, United States Air Force, Deputy Chief of Staff, Plans & Operations

Colonel Dwight H. Wheless, CAP
Civil Air Patrol National Vice Commander

Mister Bruce N. Whitman, Executive Vice President
Flight Safety International

The Chairman welcomed all the members of the board present for this meeting and noted there was a quorum of nine. The Chairman also noted noteworthy activities of Civil Air Patrol since the last meeting, special support of board members to Civil Air Patrol, and the continuing support of Civil Air Patrol by the Air Force. He added that the National Commander of Civil Air Patrol has been invited to be a member of the Air Force General Officer Steering Group or Homeland Security Defense.

AGENDA ITEM 1. Approval of Previous Meeting Minutes

COL PANNONE, CAP, moved and BRIG GEN BOWLING, CAP, seconded a motion that the board approve the minutes of the previous meeting, as presented.
THE MOTION CARRIED UNANIMOUSLY

AGENDA ITEM 2. Appointment of Interim Executive Secretary

BRIG GEN BOWLING, CAP, moved and MR. BAUGHMAN seconded a motion that the BoG endorse Col J. Scott Hamilton, CAP, as the interim Civil Air Patrol Executive Director and Board of Governors' Executive Secretary.
THE MOTION CARRIED UNANIMOUSLY

AGENDA ITEM 3. Revised Rules/Duties/Responsibilities

APPENDIX C was reviewed and revised as follows:

No change to overarching statement.

Board Responsibilities:

1. Determine Civil Air Patrol Mission and Purpose

Paragraph 1: Reword sentence three to read: The BoG may use the National Board's Strategic Tactical Evaluation Planning Committee and consult with Civil Air Patrol's stakeholders, which includes CAP volunteers and those organizations utilizing CAP's services, when revising or updating the mission.

Paragraph 2. Delete the second sentence

2. Select the Executive Director

Paragraph 1: Delete the second sentence

Paragraph 2. No change

3. Support the Executive Director and Assess Performance

No change.

4. Ensure Effective Organizational Planning

Paragraph 1: Delete all except the first sentence.

Paragraph 2. Delete all except the first sentence.

5. Ensure Adequate Resources

No change.

6. Manage Resources Effectively

Add the word “Financial” between “Manage” and “Resources” in the title.

Paragraph 1: No change

Paragraph 2: Reword the first sentence: The Board of Governors will select an independent auditor to conduct an annual audit.

Paragraph 3. No change.

7. Determine, Monitor and Strengthen Programs and Services

Paragraph 1: Delete the second and third sentences.

Paragraph 2: Reword the second sentence: The BoG will also oversee the activities of the CAP Membership Action Review Board.

8. Enhance Public Standing

No change.

9. Ensure Legal and Ethical Integrity and Maintain Accountability

Change the second and third sentences to read: In establishing policies, the BoG must adhere to the provisions of the Constitution and Bylaws and Articles of incorporation, and ensure that detailed records of any lobby expenditures and activities are maintained.

10. Recruit and Orient New Board Members and Assess Board Performance

Paragraph 1: Delete all except the first sentence. Add the following sentence. New members of the BoG will receive a proper orientation.

Paragraph 2: No change.

Statement of Individual Board Member’s Responsibilities:

Delete

Civil Air Patrol Board of Governors/National Board Roles and Responsibilities Compared

No change.

Civil Air Patrol National Board/Executive Director Roles and Responsibilities Compared

No Change.

LT GEN LAMONTAGNE, USAF, moved and MR. WHITMAN seconded a motion that the BoG approve the attached roles, duties and responsibilities of the BoG, as revised. THE MOTION CARRIED UNANIMOUSLY

AGENDA ITEM 4. Constitution and Bylaws Changes

COL PANNONE, CAP, moved and LT GEN LAMONTAGNE, USAF seconded a motion that the BoG accept the ad hoc committee proposals, as presented. THE MOTION CARRIED UNANIMOUSLY

AGENDA ITEM 5. Loan Forgiveness

The CAP National Commander updated the status of the Oregon wing loan. He stated that subsequent to the November 2001 NEC meeting, further investigation reveals that the Oregon wing, with its current funding, is not capable of repaying this loan. Civil Air Patrol recommends that this loan also be forgiven.

It was noted that all three of the loans are several years old and with no possibility of repayment, the auditors recommend a resolution from the Board of Governors to write them off the books. There was clarification that the Board of Governors will be the approving authority for future loans or grants.

BRIG GEN BOWLING, CAP, moved and COL WHELESS, CAP, seconded a motion that the Board of Governors authorize the write-off of the long-standing debt obligations associated with these loans to the Congressional Squadron, Puerto Rico Wing, and Oregon Wing. THE MOTION CARRIED UNANIMOUSLY.

AGENDA ITEM 6. Delegation of Authority to Settle Lawsuit

The BoG went into Executive Session from 3:10 PM until 3:20 PM to discuss this agenda item.

COL WHELESS, CAP, moved and MR. BAUGHMAN seconded a motion that the BoG approve the recommended motion. THE MOTION CARRIED UNANIMOUSLY

Agenda item 7. Next Meeting

COL PANNONE stated that he would like future BoG meetings to follow National Executive Committee and National Board meetings in order to provide more opportunity for members of the NEC and National Board to observe the BoG.

The BoG agreed that the next meeting date will be Tuesday, 4 June 2002, in Washington, DC (Crystal Gateway Marriott Hotel, Arlington, Virginia).

OTHER DISCUSSION

1. Brig Gen Bowling, CAP, reported on two items from the March 2002 National Board meeting:
 - a. The National Board voted to reinstate the grade of Brig Gen, CAP, to Paul Bergman effective with the original date of grade.
 - b. Provided report of the Select Pre-MARB (Membership Action Review Board), which was established at the August 2001 National Board meeting to review non-renewal procedures against Civil Air Patrol members for a 5-year period prior to the time of the establishment of a Membership Action Review Board. There was an attempt to reach 36 former members in this category. Of the 16 who responded, 3 were not eligible for the process, 3 non-renewal actions were upheld, and 10 members were reinstated for membership.
2. The Chairman reviewed the process for filling the vacancy of CAP Executive Director/BoG Executive Secretary. With concurrence of the BoG, he named a selection committee made up of Brig Gen Bowling, CAP; Lt Gen Kehoe, USAF (Ret); and Mr. Baughman.
3. Mr. George Freeman, Headquarters CAP Chief, Advancement Officer, Philanthropy & Endowment provided an update briefing on the progress of the agreements with Camp and Associates and Lewis Motorsports. In response to the Chairman's request to provide an update at the next BoG meeting, especially concerning long-term planning for dealing with results, Mr. Freeman stated that the National Board at its March 2002 meeting approved Project "46" Committee recommendations for metrics to evaluate the NASCAR Marketing Program and those results will be provided.
4. Col Pannone, CAP, recommended that under Section 18 of the CAP Bylaws, with regard to the two Constitution and Bylaws Committee members that may be

appointed by the BoG, one should be a CAP member and one the Air Force JAG or representative. Brig Gen Bowling, CAP, pointed out that an Air Force member of CAP-USAF currently sits on the CAP Constitution and Bylaws Committee. The Chairman suggested this matter be an agenda item for the next meeting.

5. Col Pannone, CAP, expressed concern about the relationship between the Board of Governors, the National Board, and the National Executive Committee. He felt there was some concern about who does what, and there should be some specificity of delegation of authority and responsibility to the National Board and the National Executive Committee. The Chairman suggested staffing by National Headquarters to develop a proposal in an agenda item for the next meeting.

6. The Chairman noted the promotion of Mr. Baughman to a new position in FEMA. His new title is Director, Office of National Preparedness.

7. The Chairman again thanked the members for attending and stated that he looked forward to seeing them during the evening at the Gala celebrating Civil Air Patrol's 60th Anniversary. He also thanked the other Civil Air Patrol and Air Force members attending the meeting. He also thanked the National Headquarters staff for its support.

THE BOARD OF GOVERNORS CONVENED AT 1:30 PM AND ADJOURNED AT 4:07 PM, SATURDAY, 2 MARCH 2002.